

5781-a

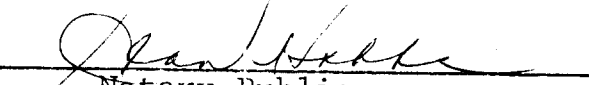
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

MAY 30 1972-4 30

C E R T I F I C A T E

The undersigned, Jean Hobbs, a Notary Public in and for said County, states that she compared the attached copy of the First Supplemental Trust Agreement dated the 15th day of May, 1972, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 25th day of May, 1972.


Notary Public
My Commission Expires January 31, 1974

THIS FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated May 15, 1972, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of July 1, 1970 (the "Trust Agreement"), providing for an issue of its 9-7/8% Equipment Trust Certificates due July 1, 1990 (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this First Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this First Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This First Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this First Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly

authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

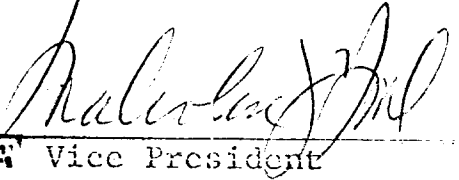
UNION TANK CAR COMPANY

By 
Vice President

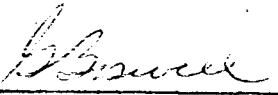
Attest:

W. B. Moore
Assistant Secretary

UNITED STATES TRUST COMPANY
OF NEW YORK

By 
ASST. Vice President

Attest:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 12th day of May, 1972, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 111 W. Jackson Boulevard, Chicago, Illinois; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Marjorie Napoleon
Notary Public

My Commission Expires November 13, 1972

STATE OF NEW YORK)
) SS
COUNTY OF New York)

On the ✓✓ day of May, 1972, before me personally came MALCOLM J. HOON, to me known, who, being by me duly sworn, did depose and say that he resides at WARRHEN, New Jersey; that he is ~~also~~ Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

James E. Logan
Notary Public

JAMES E. LOGAN
Notary Public, State of New York
No. 24-11393226
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1973

SCHEDULE A

SERIES 6

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
2	TMI	23,500	76216 77182
2	TMI	20,000	77200 77208
4	TMI	23,000	78282 78283 78294 78327
<u>8</u>			

SCHEDULE B

SERIES 6

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity</u> <u>in Gallons*</u>	<u>Road Numbers</u>
3	TP	33,800	38332
			38661
			38757
1	LO	3800 cu. ft.	CN 374102 -
1	TM	20,000	538
1	TM	20,400	59663
1	TPI	26,700	30036
1	TM	29,000	48615
1	TMI	13,600	76408
1	TMI	20,000	77654
<u>1</u>	TMI	13,400	77954
11			

* Except as otherwise indicated.